PINEAPPLE EXPRESS, INC.

Wyoming	47-5185484
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1901 Avenue of the Stars, Suite 200 Los Angeles, CA	**90067**
(Address of principal executive offices)	(Zip Code)

Issuer's telephone number: **(877) 310-7675**

For the quarterly period ended: **September 30, 2015**

Basic Disclosure

Prepared in accordance with OTC Pink Basic Disclosure Guidelines

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1) Name and Description

The Company's name is Pineapple Express, Inc. The Company was originally was incorporated on August 3, 1983 as "Global Resources, Ltd." under the laws of the State of Nevada. On April 12, 1999, the Company changed its name from "Global Resources, Ltd." to "Helixsphere Technologies, Inc.". On September 19, 2013 the Company changed its name from "Helixsphere Technologies, Inc." to "New China Global Inc." On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State of the State of Wyoming pursuant to which the Company was re-domiciled from the State of Nevada to the State of Wyoming. On July 15, 2014, the Company filed an amendment to its Articles of Incorporation to change its name from "New China Global Inc." to "Globestar Industries".

2) Principal Executive Offices

1901 Avenue of the Stars, Suite 200
Los Angeles, CA 90069
1-877-310-PNPL
info@pineappleexpress.com
www.pineappleexpress.com

3) Security Information

Trading Symbol:	PNPL
Security Traded:	Common Stock
CUSIP:	37958P108
Par Value:	$0.0000001
Total shares authorized:	500,000,000
Total shares outstanding:	55,957,311

On September 15, 2015 the Company amended its Articles of Incorporation to authorize 20,000,000 shares of blank check preferred stock and filed a certificate of designation authorizing 5,000,000 shares of Series A Convertible Preferred Stock. The Company has entered into agreements to issue 1,600,000 shares of Series A Convertible Preferred Stock, as described further in Section 4 "Issuance History". No preferred shares (par value is $0.0000001) are listed or qualified for trading.

Transfer Agent
Standard Registrar & Transfer Company Inc.
12528 S 1840 E, Draper, UT 84020
(801) 571-2944

Standard Registrar & Transfer Company Inc. is registered under the Exchange Act.

Restrictions on the transfer of security:

55,791,556 shares have not been registered under the Securities Act of 1933, as amended (the "Act"), and therefore can only be offered and sold pursuant to an effective registration statement or an opinion by counsel to the holder in a form reasonably acceptable to the Company that registration is not required under the Act, or unless sold or eligible to be sold pursuant to Rule 144 under the Act.

Of these 55,791,556 shares, 50,053,333 shares of common stock held by affiliates of the Company are subject to lockup agreements restricting future sales. The lock-up agreements generally provide

for restrictions on the resale of shares in the public market through October 2017.

Trading suspension orders issued by the SEC in the past 12 months: None.

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On August 24, 2015, the Company entered into a Share Exchange Agreement (the "Agreement") with Better Business Consultants, Inc., a California corporation ("BBC"), the shareholders of BBC ("BBC Shareholders") and the majority shareholder of the Company at the time, Shane Oei. Pursuant to the terms of the Agreement, the BBC Shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon the closing BBC became a 100% wholly-owned subsidiary of the Company. Mr. Oei and Gary Stockport cancelled 100,000,000 and 500,000 shares of common stock, respectively, in connection with the share exchange.

4) Issuance History

August 20, 2014 Issuance

On August 20, 2014, the Company issued Shane Oei, its former sole officer and director, 100,000,000 shares of common stock pursuant to his employment agreement with the Company. The shares were valued at $0.0001 per share. The issuance of these securities was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. These shares were cancelled in connection with Mr. Oei's resignations from all positions with the Company on August 24, 2015. At all times from the date of issuance until cancellation, certificates evidencing these shares contained a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

August 24, 2015 Issuance, Better Business Consultants ("BBC")

On August 24, 2015, the Company entered into the Agreement with BBC, the BBC Shareholders and the majority shareholder of the Company, Shane Oei. Pursuant to the terms of the Agreement, the BBC Shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon the closing BBC became a 100% wholly-owned subsidiary of the Company. Mr. Oei and Gary Stockport cancelled 100,000,000 and 500,000 shares of common stock, respectively, in connection with the share exchange. The issuance of the 50,000,000 shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

August 25, 2015 Issuance, Note Conversions

On August 25, 2015 the Company issued an aggregate of 3,350,000 shares of common stock to four investors as full payment of notes in the aggregate amount of $335,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

September Issuances

In September 2015 the Company issued an aggregate of 1,844,000 shares of common stock to accredited investors for an aggregate purchase price of $461,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

In September 2015 we also issued:

- 125,000 shares of our common stock to Acorn Management Partners, LLC as compensation for services related to investor awareness and shareholder communications;
- 169,000 shares of our common stock to CorProminence, LLC as compensation for services related to investor awareness and shareholder communications;
- 50,000 shares of our common stock to Noah Pontell as compensation for consulting services related to marketing, strategic partnerships and business development; and
- 3,333 shares of our common stock to Claudia Gallardo as compensation for consulting services related to facility design.

The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Agreements to Issue Preferred Stock

On September 15, 2015, the Company issued Christopher Plummer, its Chief Compliance Officer, 100,000 shares of preferred stock pursuant to his consulting agreement. The preferred stock consists of the Company's newly designated Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. Mr. Plummer agreed not to sell, vote or convert the shares of Series A Convertible Preferred Stock or the underlying shares of common stock until September 15, 2017. He further agreed to forfeit the shares if he resigns or is terminated prior to the vesting date. The issuance of these shares of preferred stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue Matthew Feinstein, its Chief Executive Officer, President, Secretary, Chairman of the Board and Interim Chief Financial Officer, 500,000 shares of preferred stock. On September 15, 2015 the Company issued the preferred stock, which consists of 500,000 shares of Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue to Sky Island Trust 1,000,000 shares of preferred stock. On September 15, 2015 the Company issued the preferred stock, which consists of 1,000,000 shares of Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. Sky Island Trust is beneficially owned by Vincent Mehdizadeh, a majority

shareholder and a consultant to the Company. It is professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector for the trust. The preferred stock was issued as compensation for Mr. Mehdizadeh's assignment of a provisional patent to the Company. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

5) Financial Statements

The Company incorporates by reference the unaudited financial statements for the quarter ended September 30, 2015 attached hereto. All prior filings were prepared by management of the prior operating companies.

6) Business, Products and Services

Through our operating subsidiary BBC, we provide capital to our canna-business clientele, purchase and lease real property to those canna-businesses, and provide consulting services and technology to develop, enhance, or expand existing and newly formed canna-businesses. We also intend to create a nationally branded vertically integrated chain of cannabis retail stores under the "Pineapple Express" name as soon as federal laws allow, which will be supported by anticipated Company-owned cultivation and processing facilities, and will feature products from anticipated Company-owned manufacturers. We expect that within five years the chain will consist of 100 Company-owned and 200 licensee-owned cannabis retail stores. As long as cannabis remains federally illegal our operations will be limited to investing in existing and new canna-businesses, leasing real property to canna-businesses, consulting, product licensing, leasing and selling industry specific technology, and providing ancillary support services.

Companies in the cannabis industry face unique challenges. To mitigate risk, we operate both as an operating business and as a business that invests in other entities. It is our intention that this strategy will enable easily replicable revenue sources and us to quickly develop recurring and avoid large upfront investments in infrastructure, escalating payroll costs associated with expansion, and the years of initial losses often typical of start-up companies. We believe that our competitive advantages include our business model, our exclusive proprietary technology, and our employees and consultants years of experience in the business and our key industry contacts in an industry that is foreign to most. It is our expectation that these factors will set us apart from most of our competitors.

Business Strategy

We believe that due to the highly fragmented nature of the existing cannabis industry, a vertically integrated supply chain will provide a sustainable competitive advantage over competitors, allow faster growth, more consistent product offerings, and will make Pineapple Express more attractive for prospective licensees. We discuss each facet of our strategy below.

Retail Opportunities and Challenges

To date there are no nationally branded retail cannabis chains though numerous entrepreneurs have announced plans to create such chains. We expect that nationally branded chains that are successful will either find long-term success in the retail environment or will find a financially attractive exit when the inevitable acquisition and consolidation phase sweeps the industry. Fortunately, that phase is some time away and will be dependent, at least in part, upon changes to existing federal laws and classifications. We believe that this creates an exceptionally unique opportunity for experienced and focused management teams to develop a national presence. Of particular importance and a distinct barrier to entry for the average entrepreneur is the importance of personal contacts, knowledge, and processes necessary to carry out project

goals in an industry that is foreign to most. Management's extensive experience and contacts set the Company apart from most of its competitors.

Due to a lack of established major national chains, there are only local competitors and no risk of encountering the proverbial "800-lb. gorilla." It is our belief that a variety of federally enforced rules and regulations make participation by existing national healthcare chains such as CVS Health Corporation, The Walgreen Company, Target Corporation's pharmacies or Walmart's pharmacies unlikely.

Developing retail facilities from scratch is a challenge in the cannabis industry. Stores must be licensed and the licensing process is generally costly and time consuming. Several jurisdictions have imposed strict limits on the number of licenses that may be issued. The present nature of cannabis in the national legislative realm has resulted in very strict zoning requirements for these types of businesses. All of this translates into slow organic growth.

The Pineapple Express model involves the Company (a) funding established businesses in need of capital to expand where the Company may enjoy an eventual control option on the business (e.g. capital is invested in the business keeping the current owner at risk and focused on growth); (b) funding teams of industry professionals that are in the process of developing a new operation and are in need of guidance and capital; and to a more limited degree, (c) establishing Company owned stores from scratch. Management believes there are many obstacles to creating a robust and profitable national chain and at present direct store development will not be the most efficient path to success in the current cannabis environment. Management believes approaching growth in this manner will allow the Company to quickly generate revenue and reach sustainable profitability. We are in the process of negotiating transactions with several retail and cultivation facilities, manufacturers, and distributors. These transactions are discussed in more detail below in this business description.

Retail Obstacles and the Pineapple Express Solution

One obstacle to a cross-border retail chain is product. Due to existing federal laws marijuana-based products cannot be transported across state lines. While cannabis remains illegal at the federal level, the federal government has by written policy set forth a safe harbor framework[1] to allow the states limited independence to experiment with cannabis legalization in various forms. States have been careful to craft their local regulations to not run afoul of interstate transportation restrictions. This means cannabis must be grown locally (some states require retailers to grow their own product). It also means great products, whether marijuana-infused edibles, oils, lotions, or salves, cannot be transported across state lines. For larger manufacturers it means establishing local manufacturing in each state – this translates to securing a local state-issued license – not always a simple task in jurisdictions with limited licenses. The alternative is either contract manufacturing or licensing. This creates challenges with product consistency and the complications for the manufacturer of managing so many relationships and monitoring quality. Pineapple Express management has found an opportunity in the obstacle.

Management's goal for this vision is to develop the most comprehensive product portfolio (via outright acquisition, investment, and licensing) to become the leading product distributor in the cannabis sector.

Promotion

We have engaged Tyler Barnett Public Relations to establish brand objectives, identify promotional strategies, and execute the publicity and marketing plan to ensure the Company's place in the cultural conversation. Our goal is to connect with consumers on a national level through advertising, marketing, and strategic alliances, in order to create brand awareness for the Pineapple Express brand. Our publicity and marketing initiatives include specific strategies for national television, billboards, print media (magazines and newspapers), social media, exhibitions at industry trade shows, and local grassroots

[1] *The so-called Ogden and Cole memos*

marketing efforts. We have also engaged CorProminence LLC and Acorn Management Partners LLC to assist our company with investor awareness programs and shareholder communications.

Consulting Services

The Pineapple Express management team learned the cannabis sector by starting two cannabis dispensaries in Los Angeles. During that period, one of our founders transferred his management interest in the dispensaries to provide capital to focus on technology aimed at providing operators with added transparency in operations and increased inventory control protocols. That technology eventually became the backbone of a public cannabis related company that provided consulting services to existing cannabis dispensaries and for individuals and teams seeking city/state issued licenses to legally operate those dispensaries. Our management team understands the consulting, licensing, development, and compliance areas of the cannabis business and has hands-on operational experience in dispensary management.

Management's experience in this sector allows Pineapple Express to provide greater value to clients in need of capital than simply investment firms that have no operating experience. This experience also allows us to have a long-term operational focus when we invest compared to the "buy-hold-sell" focus of typical private equity firms.

Industry Specific Technology

Our patent-pending "Top-Shelf" display safe system converts four critical components of the current dispensary model and combines them into one technologically advanced and aesthetically pleasing unit. Our display safe system allows for a dispensary operator to safely display product, secure all product in an armored safe, weigh all product in real-time, and then dispense the product using an integrated Point-of-Sale, or POS, system that also works in concert with all other popular POS systems currently in use in dispensaries. We anticipate a retail price of $25,000 per unit with a 60% gross profit margin and expect to commence sales in the first quarter of 2016. We expect to manufacture and sell five units per quarter in 2016 with consistent but modest growth thereafter.

Initial Strategy Execution

We have developed a pipeline of opportunities and have executed definitive agreements or are negotiating terms sheets for the following transactions:

1. *Consummated Real Property Purchase Agreement and Subsequent Sublease to Canna-Business Tenant in California.* On September 1, 2015, the Company's wholly owned indirect subsidiary Pineapple Express One, LLC executed a purchase agreement for three acres of real property, including 23,250 square feet of warehouse space, in Desert Hot Springs, California pursuant to a rent-to-own agreement. Immediately following entry into the purchase agreement, the Company subleased the property to an experienced canna-business tenant who will be operating a licensed cannabis cultivation facility on the premises. The Company is currently remodeling the premises to make the space suitable for the sublessee. The sublease has a term of ten years which may be extended for an additional five years at the option of the parties. The sublease provides that the Company will receive monthly rent of $49,000 per month in year one, $98,000 per month in year two, and $122,500 in years three through ten, although actual rent received may vary. The Company agreed to pay the seller of the property an aggregate of $3,500,000 to purchase the property, of which $100,000 was paid on September 1, 2015, $1,000,000 will be paid in July 2016, $4,000 will be paid monthly from September 2015 through January 2016, and $50,000 will be paid monthly from January 2016 until such time as the seller moves

into new facilities, contemplated between the parties to be July 2017, when the Company shall be obligated to complete the purchase and pay the remaining balance in full. In October 2015 the Company entered into a revenue sharing agreement with a third party for 20% of the rental fees generated by the sublessee for a one-time payment of $750,000.

2. *Proposed Acquisition of Clothing Brand and Website*. This potential acquisition includes a valuable URL address, a branded clothing line, a clothing distribution facility, and the rights to sell clothing, namely T-shirts, hats, beanies, pants, shorts, baseball jerseys, jackets, sweatshirts, polo shirts, and sweat pants displaying a popular industry specific trademarked name and logo. At present this business generates between $10,000 and $15,000 of revenue per month through the distribution of its clothing line. We believe that we can quickly increase monthly revenue to $50,000 by hiring the business's founder to return to a full-time management role, adding more sellable product to the company inventory, re-designing the website, and heavily promoting the brand. We are in discussions to acquire the business for cash and stock. The website will remain branded and will prominently feature Pineapple Express as the sponsor. There is no guarantee that we will be able to acquire this business on these terms or at all.

3. *Investment in Dispensary in Illinois*. Matthew Feinstein, our Chief Executive Officer, President, Secretary, Chairman of the Board and Interim Chief Financial Officer, is a founder of Nature's Treatment of Illinois, Inc. ("NTI") and Nature's Treatment of the Quad Cities, LLC ("NTQC"). NTI, a dispensary in Milan, Illinois, has been awarded one of the 60 dispensary licenses issued in Illinois. Construction is almost complete on the freestanding building for the dispensary operation and the dispensary is expected to open in early 2016. NTQC'S current designated series are Nature's Treatment of the Quad Cities, LLC, NTQC Series I ("Series I") and Nature's Treatment of the Quad Cities, LLC, NTQC Series II ("Series II"). It is expected that NTI will assign the dispensary license to NTQC Series I. Series II is expected to own the building that will house the dispensary's operations. In October 2015 Matthew Feinstein transferred his 15.18% ownership interest in Series II, purchased with funds from BBC, which would allow BBC to receive 15.18% of all rental income generated from the dispensary operation. To date BBC has contributed $95,565.71 towards Mr. Feinstein's NTOQC Series II capital contribution and has committed to contribute an additional $54,434.29 in member capital contributions once the state has granted NTI its final registration approval.

4. *Investment in Medical Cannabis Collective and Cultivation Center in Los Angeles, CA.* We are currently in the early stages of negotiations to invest expansion capital and provide consulting and management assistance to a city licensed medical cannabis dispensary and cultivation center in Los Angeles, CA. The dispensary is one of only 134 properly licensed to operate Los Angeles. The existing and prospective dispensary will be co-branded with the Pineapple Express logo, interior design elements, and be provided with Pineapple Express compliance technology. Conversations are ongoing but there is no guarantee that we will be able to invest in or enter into agreements with this dispensary and cultivation center on terms favorable to us or at all.

Research and Development

The Company estimates it will spend at least $20,000 annually on research and development for the next five years. Allocation of research and development funds may be dependent on the perceived likelihood of legalization or a significant change in the treatment of cannabis in a given geographic market. Funds may also be used for both product and market development in the hemp and cannabis industries. Given the emergent nature of these industries, we recognize the needs of today may not be the needs of the future and some capital investment will be necessary to meet changing demands.

Trademarks and Intellectual Property

We have filed a patent application with the United States Patent and Trademark Office on August 11, 2015 relating to our Top-Shelf Display Safe System for displaying, securing and monitored dispensing of herbal products, including medicinal and recreational cannabis. The inventor, who is also one of our founders, exclusively assigned the patent application to our company.

We have filed trademark applications for our logos and trademarks for "Pineapple Express" and "Pineapple Express PuR" products with the United States Patent and Trademark Office.

Our intellectual property also includes our management's knowledge and know-how relating to the legalized growth, production, manufacture, marketing, management, utilization and distribution of medical and recreational marijuana and marijuana infused products.

Corporate Facts

A. **State of Incorporation**: The Company was incorporated on August 3, 1983 as "Global Resources, Ltd." under the laws of the State of Nevada. On October 30, 2013, the Company filed Articles of Continuance with the Secretary of State of Wyoming pursuant to which the Company was re-domiciled from the Nevada to Wyoming.

B. **Primary and secondary SIC Codes**:

- Primary SIC code: 7380 – Services – Miscellaneous Business Services.
- Secondary SIC code: None.

C. **Fiscal Year End**: December 31, 2015.

D. **Principal products or services, and their markets**: The disclosure in Section 6(a) is incorporated herein by reference.

7) Location and Facilities

The Company's offices are located at 1901 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067. The Company pays approximately $5,200 per month pursuant to a lease that will expire on February 29th, 2016.

On September 1, 2015, the Company's wholly owned indirect subsidiary Pineapple Express One, LLC executed a purchase agreement for three acres of real property, including 23,250 square feet of warehouse space, in Desert Hot Springs, California pursuant to a rent-to-own agreement. Immediately following entry into the purchase agreement, the Company subleased the property to an experienced canna-business tenant who will be operating a licensed cannabis cultivation facility on the premises. The Company will pay the seller of the property an aggregate of $3,500,000 to purchase the property, of which $100,000 was paid on September 1, 2015, $1,000,000 will be paid in July 2016, $4,000 will be paid monthly from September 2015 through January 2016, and $50,000 will be paid monthly from January 2016 until such time as the seller moves into new facilities, contemplated between the parties to be July 2017, when the Company shall be obligated to complete the purchase and pay the remaining balance in full.

The Company leased a 47,350 square foot warehouse in Washington state effective September 1, 2015 for $47,350 per month pursuant to a lease that will expire on September 1, 2025. We plan to remodel these premises so they are suitable for cannabis cultivation, turning the premises into a turn-key facility, and to re-lease the turn-key facility to an experienced farming operation. We expect to find a suitable sublessee by the end of 2015. There is no guarantee that we will be able to sublease the premises on terms favorable to us or at all, and we may need to cancel the master lease in the event that we are not successful in locating a satisfactory subtenant, which is agreeable by the landlord. The landlord has agreed to waive rent for the first five months of the lease period to allow us to find a suitable subtenant.

8) Officers, Directors and Control Persons

A. Names of Officers, Directors, and Control Persons.

Name	Position	Percentage of Outstanding Shares of Common Stock (1)(2)
Matthew Feinstein	Chief Executive Officer, President, Secretary, Chairman of the Board and Interim Chief Financial Officer; Founder	19.85% (3)
Christopher Plummer	Chief Compliance Officer and Director	0% (4)
Vincent Mehdizadeh (5)	Consultant; Founder	61.80% (6)

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days of November 16, 2015 are deemed outstanding for computing the percentage of the person holding such convertible security but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 55,957,311 shares of Common Stock outstanding as of November 16, 2015 and 1,500,000 preferred shares convertible to 15,000,000 common shares, totaling 70,957,311 shares on a fully diluted basis.

(3) Includes 5,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock.

(4) Does not include 100,000 shares of restricted preferred stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to sell, convert or vote these shares until they vest.

(5) Mr. Mehdizadeh is not the record holder of any securities of the Company.

(6) 32,000,000 shares of common stock and 1,000,000 shares of Series A Convertible Preferred Stock are held by Sky Island Trust, an entity beneficially owned by Vincent Mehdizadeh and will be professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector. Includes 10,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock.

Mr. Feinstein owns 31.25% of the Company's Series A Convertible Preferred Stock and Mr. Mehdizadeh owns 62.50% of the Company's Series A Convertible Preferred Stock. Mr. Plummer owns 100,000 shares, or 6.25%, of the Series A Convertible Preferred Stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to sell, convert or vote these shares until they vest.

B. Legal/Disciplinary History. The foregoing persons have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities:

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which

finding or judgment has not been reversed, suspended, or vacated; or

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities:

Company Responses:

1. In 2009 Mr. Mehdizadeh entered into a plea agreement relating to one count concerning a dispute involving the sale of his automobile to another party and received probation. In 2013 Mr. Mehdizadeh entered into a plea agreement relating to two counts concerning his management of a law office from 2005 to 2007 and received probation. Both the aforementioned convictions in 2009 and 2013 for matters occurring from 2005 to 2007 resulted in non-jail dispositions. Mr. Mehdizadeh has no criminal matters pending.

2. *None.*

3. *None.*

4. *None.*

C. Beneficial Shareholders.

The following table sets forth certain information with respect to the beneficial ownership of our common stock as of November 16, 2015 by (i) any person or group known by us to own beneficially more than 10% of any class of voting securities, (ii) each director, (iii) each of our named executive officers and (iv) all executive officers and directors as a group.

Name and Address	Number of Shares Beneficially Owned (1)		Percentage of Outstanding (2)
Executive Officers and Directors			
Matthew Feinstein (3)	12,500,000	(4)	19.85%
Christopher Plummer (3)	--	(5)	--
Officers and Directors as a group (2 persons)	**12,500,000**		**19.85%**
10% Shareholders			
Anya Mikhaylova	7,500,000		12.55%
Sky Island Trust (6)	42,000,000	(7)	61.80%

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to convertible securities currently exercisable or convertible, or exercisable or convertible within 60 days of November 16, 2015 are deemed outstanding for computing the percentage of the person holding such convertible security but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 55,957,311 shares of Common Stock outstanding as of November 16, 2015 and 1,500,000 preferred shares convertible to 15,000,000 common shares, totaling 70,957,311 shares on a fully diluted basis.

(3) The mailing address is c/o Pineapple Express, Inc., 1901 Avenue of the Stars, 2nd Floor, Los Angeles, CA 90067.

(4) Includes 5,000,000 shares of common stock issuable upon conversion of Series A Convertible Preferred Stock.

(5) Does not include 100,000 shares of restricted preferred stock that will vest on September 15, 2017, subject to certain conditions. Mr. Plummer has agreed not to vote or sell these shares until they vest.
(6) The mailing address is 6700 Fallbrook Ave. Suite 289, West Hills, CA 91307.
(7) 32,000,000 shares of common stock and 1,000,000 shares of Series A Convertible Preferred Stock are held by Sky Island Trust, an entity beneficially owned by Vincent Mehdizadeh and will be professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector. Includes 10,000,000 shares of Common Stock issuable upon the conversion of Series A Convertible Preferred Stock.

9) Third Party Providers

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10) Issuer Certification

I, Matthew Feinstein, certify that:

1. I have reviewed this quarterly disclosure statement of Pineapple Express, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: November 19, 2015



Matthew Feinstein
President and Chief Executive Officer and Interim Chief Financial Officer

PINEAPPLE EXPRESS, INC.



Financial Statements for the Period Ended
September 30, 2015

FINANCIAL STATEMENTS

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Pineapple Express, Inc.
Balance Sheet

	September 30, 2015 (Unaudited)
Assets	
Current Assets	
Cash and cash equivalents	$ 110,062
Prepaid expenses	10,000
Total Current Assets	120,062
Fixed Assets	
Leasehold improvements	220,633
Total Fixed Assets	220,633
Other assets	207,200
Total Assets	$ 547,895
Liabilities and Stockholders' Equity (Deficit)	
Current Liabilities	
Accounts payable	$ 28,827
Advance on agreement	200,000
Total Liabilities	228,827
Stockholders' Equity:	
Preferred stock, $0.0000001 par value, 20,000,000 shares authorized, 1,600,000 issued and outstanding	4
Common stock, $0.0000001 par value, 500,000,000 shares authorized 55,957,311 shares issued and outstanding	2
Additional paid in capital	811,000
Accumulated deficit	(691,938)
Total stockholders' equity (deficit)	319,068
Total Liabilities and Stockholders' Equity (Deficit)	$ 547,895

The accompanying notes are an integral part of these unaudited financial statements.

Pineapple Express, Inc.
Statements of Operations
(Unaudited)

	For the three months ended September 30, 2015	For the nine months ended September 30, 2015
Operating expenses		
General and administrative	$ 594,120	$ 691,938
Total operating expenses	594,120	691,938
Income (loss) from operations	(594,120)	(691,938)
Income (loss) from operations before income taxes	(594,120)	(691,938)
Provision for income taxes	-	-
Net Loss	$ (594,120)	$ (691,938)
Net loss per share – basic and diluted	(0.02)	(0.05)
Weighted average common shares – basic and diluted	38,239,012	12,746,337

The accompanying notes are an integral part of these unaudited financial statements.

Pineapple Express, Inc.
Statement of Cash Flows

	For the nine months ended September 30, 2015
Cash Flows from Operating Activities	
Net income (loss)	$(691,938)
Changes in operating assets and liabilities:	
Accounts receivable	-
Prepaid expense	(10,000)
Other assets	(7,200)
Accounts payable and accrued liabilities	28,827
Advance on agreement	200,200
Net cash provided by (used in) operating activities	(480,311)
Cash Flows from Investing Activities	-
Leasehold improvements	$220,633
Net cash from investing activities	220,633
Cash Flows from Financing Activities	
Proceed from sale of common stock, net	476,006
Proceeds from note payable	335,000
Net cash provided by financing activities	811,006
Net increase in cash and cash equivalents	110,062
Cash and Cash Equivalents, beginning of period	-
Cash and Cash Equivalents, end of period	$110,062

The accompanying notes are an integral part of these unaudited financial statements.

Note 1 – Organization and Basis of Presentation

Basis of presentation

The accompanying financial statements do not include all of the information and footnotes required by U.S. generally accepted accounting principles ("GAAP") for complete financial statements. In the opinion of the Company, the unaudited statements for the interim periods presented include all adjustments that are of a normal and recurring nature and necessary to fairly and consistently present the results for these periods. Results for interim periods are not necessarily indicative of full-year results.

History

On August 24, 2015, the Company entered into a Share Exchange Agreement (the "Agreement") with Better Business Consultants, Inc., a California corporation ("BBC"), the shareholders of BBC ("BBC Shareholders") and the majority shareholder of the Company at the time, Shane Oei. Pursuant to the terms of the Agreement, the BBC Shareholders exchanged all of the issued and outstanding capital of BBC for an aggregate of 50,000,000 newly and duly issued, fully paid and non-assessable shares of common stock of the Company. Upon the closing BBC became a 100% wholly-owned subsidiary of the Company. Mr. Oei and Gary Stockport cancelled 100,000,000 and 500,000 shares of common stock, respectively, in connection with the share exchange.

Organization

Through our operating subsidiary BBC we provide capital to our canna-business clientele, purchase and lease real property to those canna-businesses, and provide consulting services and technology to develop, enhance, or expand existing and newly formed canna-businesses. We also intend to create a nationally branded vertically integrated chain of cannabis retail stores under the "Pineapple Express" name as soon as federal laws allow, which will be supported by anticipated Company-owned cultivation and processing facilities, and will feature products from anticipated Company-owned manufacturers. We intend that within five years the chain will consist of 100 Company-owned and 200 licensee-owned cannabis retail stores. As long as cannabis remains federally illegal our operations will be limited to investing in existing and new canna-businesses, leasing real property to canna-businesses, consulting, product licensing, leasing and selling industry specific technology, and providing ancillary support services.

Note 2 – Summary of Significant Accounting Policies

New accounting pronouncements

From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board or other standard setting bodies that may have an impact on the Company's accounting and reporting. The Company believes that such recently issued accounting pronouncements and other authoritative guidance for which the effective date is in the future either will not have an impact on its accounting or reporting or that such impact will not be material to its financial position, results of operations and cash flows when implemented.

Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. Actual results could differ from those estimates. These estimates and assumptions include valuing equity securities and derivative financial instruments issued in financing transactions and share based payment arrangements, determining the fair value of the warrants received for the licensing agreement, the collectability of accounts receivable and deferred taxes and related valuation allowances.

Certain of our estimates, including evaluating the collectability of accounts receivable, could be affected by external conditions, including those unique to our industry, and general economic conditions. It is possible that these external factors could have an effect on our estimates that could cause actual results to differ from our estimates. We re-evaluate all of our accounting estimates at least quarterly based on these conditions

and record adjustments when necessary.

Fair value of financial instruments

As required by the Fair Value Measurements and Disclosures Topic of the FASB ASC, fair value is measured based on a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2: Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3: Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of September 30, 2015. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash, prepaid expenses and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Cash

The Company maintains cash balances at various financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to $250,000. The Company's accounts at these institutions may, at times, exceed the federal insured limits. The Company has not experienced any losses in such accounts.

Property and equipment and depreciation policy

Property and equipment are stated at cost less accumulated depreciation. Depreciation is provided for on a straight-line basis over the useful lives of the assets. Expenditures for additions and improvements are capitalized; repairs and maintenance are expensed as incurred.

The Company intends to take depreciation or amortization on a straight-line basis for all properties, beginning when they are put into service, using the following life expectancy:

Equipment – 5 years
Leasehold Improvements – 10 years, or the term of the lease, whichever is shorter
Buildings – 20 years

Revenue recognition

The Company recognizes revenue from rent, tenant reimbursements, and other revenue sources once all of the following criteria are met in accordance with SEC Staff Accounting Bulletin 104, *Revenue Recognition*, ("SAB 104"): (a) the agreement has been fully executed and delivered; (b) services have been rendered; (c) the amount is fixed or determinable; and (d) the collectability of the amount is reasonably assured.

In accordance with FASB Statement of Financial Accounting Standards No. 13, *Accounting for Leases* ("SFAS 13"), as amended and interpreted, minimum annual rental revenue is recognized in rental revenues on a straight-line basis over the term of the related lease. Rental revenue recognition commences when the tenant takes possession or controls the physical use of the leased space. In order for the tenant to take possession, the leased space must be substantially ready for its intended use. To determine whether the leased space is substantially ready for its intended use, management evaluates whether the Company or the tenant is the owner of tenant improvements for accounting purposes. When management concludes that the Company is the owner of tenant improvements, rental revenue recognition begins when the tenant takes possession of the finished

space, which is when such tenant improvements are substantially complete. In certain instances, when management concludes that the Company is not the owner (the tenant is the owner) of tenant improvements, rental revenue recognition begins when the tenant takes possession of or controls the space.

When management concludes that the Company is the owner of tenant improvements, for accounting purposes, management records the cost to construct the tenant improvements as a capital asset. In addition, management records the cost of certain tenant improvements paid for or reimbursed by tenants as capital assets when management concludes that the Company is the owner of such tenant improvements. For these tenant improvements, management records the amount funded or reimbursed by tenants as deferred revenue, which is amortized as additional rental income over the term of the related lease. When management concludes that the tenant is the owner of tenant improvements for accounting purposes, management records the Company's contribution towards those improvements as a lease incentive, which is amortized as a reduction to rental revenue on a straight-line basis over the term of the lease.

Leases

The Company currently leases properties in locations that would be acceptable for regulatory purposes and acceptable to sub-lessees for the manufacturing and development of their products. The Company evaluates the lease to determine its appropriate classification as an operating or capital lease for financial reporting purposes. The Company currently has a number of leases, which are all classified as operating leases.

Minimum base rent for the Company's operating leases, which generally have escalating rentals over the term of the lease, is recorded on a straight-line basis over the lease term. The initial rent term includes the build-out, or may include a short rent holiday period, for the Company's leases, where no rent payments are typically due under the terms of the lease.

Income Taxes

Income taxes are provided for using the liability method of accounting in accordance with the Income Taxes Topic of the FASB ASC. Deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized and when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The computation of limitations relating to the amount of such tax assets, and the determination of appropriate valuation allowances relating to the realizing of such assets, are inherently complex and require the exercise of judgment. As additional information becomes available, the Company continually assesses the carrying value of their net deferred tax assets.

Research and development costs

Research and development costs are charged to the statement of operations as incurred.

Preferred Stock

The Company has adopted the guidance enumerated in ASC 480 "Distinguishing Liabilities from Equity" when determining the classification and measurement of preferred stock. Preferred shares subject to mandatory redemption (if any) are classified as liability instruments and are measured at fair value. The Company classifies conditionally redeemable preferred shares (if any), which includes preferred shares that feature redemption rights that are either within the control of the holder or subject to redemption upon the occurrence of uncertain events not solely within our control, as temporary equity. At all other times, it classified its preferred shares in stockholders' equity. Preferred shares do not feature any redemption rights within the holders' control or conditional redemption features not within our control. Accordingly all issuances of preferred stock are presented as a component of consolidated stockholders' equity (deficit).

Stock-Based Compensation

The Company recognizes compensation expense for stock-based compensation in accordance with ASC Topic 718. For employee stock-based awards, the Company calculates the fair value of the award on the

date of grant using the Black-Scholes method for stock options and the quoted price of its common stock for unrestricted shares; the expense is recognized over the service period for awards expected to vest. For non-employee stock-based awards, it calculates the fair value of the award on the date of grant in the same manner as employee awards, however, the awards are revalued at the end of each reporting period and the pro rata compensation expense is adjusted accordingly until such time the nonemployee award is fully vested, at which time the total compensation recognized to date equals the fair value of the stock-based award as calculated on the measurement date, which is the date at which the award recipient's performance is complete. The estimation of stock-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from original estimates, such amounts are recorded as a cumulative adjustment in the period estimates are revised. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience.

Loss per common share

Net loss per share is provided in accordance with ASC Subtopic 260-10. The Company presents basic loss per share ("EPS") and diluted EPS on the face of statements of operations. Basic EPS is computed by dividing reported losses by the weighted average shares outstanding. Loss per common share has been computed using the weighted average number of common shares outstanding during the year.

Note 3 – Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. The Company has collected minimal revenue since inception. The Company has incurred losses since inception and its current liabilities exceed its current assets by $91,235 and has an accumulated deficit of $691,938 as of September 30, 2015.

Management believes that the Company's future success is dependent upon its ability to achieve profitable operations, generate cash from operating activities and obtain additional financing. There is no assurance that the Company will be able to generate sufficient cash from operations, sell additional shares of stock or borrow additional funds from its stockholders. The Company's inability to obtain additional cash could have a material adverse effect on its financial position, results of operations, and its ability to continue in existence. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The Company intends to continue to raise additional capital and assist the leaseholder in obtaining the proper licenses in order to conduct their business in growing, processing and retailing cannabis products. Once the licenses are granted, we believe that a steady stream of income will be achieved and the repayment of our advances would begin.

Note 4 – Property Leases

Real Property Lease and Subsequent Sublease to Canna-Business Tenant in Washington

The Company has leased a 47,350 square foot warehouse in Washington State, and will remodel the premises so it is suitable for cannabis cultivation, and re-lease the turn-key facility to an experienced farming operation. The Company expects to find a suitable sub lessee by the end of 2015.

The Company has incurred expenses in the build-out on this leased property. Since the facility and equipment have not yet been put into service, no amortization on the leasehold improvement nor depreciation on the equipment has been provided.

Note 5 – Property Purchases

Consummated Real Property Purchase Agreement and Subsequent Sublease to Canna-Business Tenant in California.

On September 1, 2015, the Company's wholly owned indirect subsidiary Pineapple Express One, LLC executed a purchase agreement for three acres of real property, including 23,250 square feet of warehouse space, in Desert Hot Springs, California pursuant to a rent-to-own agreement. Immediately following entry into the

purchase agreement, the Company subleased the property to an experienced canna-business tenant who will be operating a licensed cannabis cultivation facility on the premises. The Company is currently remodeling the premises to make the space suitable for the sublessee. The sublease has a term of ten years which may be extended for an additional five years at the option of the parties.

The Company is scheduled to receive monthly rent of $49,000 per month in year one, $98,000 per month in year two, and $122,500 in years three through ten, although actual rent received may vary. The Company will pay the seller of the property an aggregate of $3,500,000 to purchase the property, of which $100,000 was paid on September 1, 2015, $1,000,000 will be paid in July 2016, $4,000 will be paid monthly from September 2015 through January 2016, and $50,000 will be paid monthly from January 2016 until such time as the seller moves into new facilities, contemplated between the parties to be July 2017, when the Company shall be obligated to complete the purchase and pay the remaining balance in full. In October 2015 the Company entered into a revenue sharing agreement with a third party for 20% of the rental fees generated by the sublessee for a one-time payment of $750,000.

Note 6 – Notes Payable, Related Party

During the period ended September 30, 2015, Vincent Mehdizadeh, a majority shareholder and a consultant to the Company, advanced to the Company $145,000 in various installments evidenced by demand notes. The Company has repaid in full all advances as of September 30, 2015 and did not incur any interest charges or fees associated with the advances.

Note 7 – Conversion of Notes Payable

On August 25, 2015 the Company issued an aggregate of 3,350,000 shares of common stock to four investors as full payment of notes in the aggregate amount of $335,000. The notes were issued during the period ended September 30, 2015.

Note 8 – Stockholders Equity

The Company has authority to issue up to 520,000,000 shares, of which 20,000,000 shares reserved as Preferred shares and 500,000,000 are designated as Common shares. As of September 30, 2015, there were 55,957,311 common shares issued and outstanding, and 1,600,000 preferred shares issued and outstanding. The common shares and the preferred shares have a par value of $0.0000001.

Preferred stock

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue Matthew Feinstein, its Chief Executive Officer, President, Secretary, Chairman of the Board and Interim Chief Financial Officer, 500,000 shares of preferred stock consisting of the Company's newly designated Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. The Company issued Mr. Feinstein the Series A Preferred Convertible Stock immediately upon filing an amendment to its Articles of Incorporation and the certificate of designation for Series A Preferred Convertible Stock with the state of Wyoming on September 15, 2015. The issuance of these shares was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering.

On August 24, 2015 pursuant to a consulting agreement, the Company agreed to issue to Sky Island, Inc., an entity affiliated with Vincent Mehdizadeh, a majority shareholder and a consultant to the Company, 1,000,000 shares of preferred stock consisting of the Company's newly designated Series A Preferred Convertible Stock, with each share convertible into ten shares of common stock. The Company issued Sky Island, Inc. the Series A Preferred Convertible Stock immediately upon filing an amendment to its Articles of Incorporation and the certificate of designation for Series A Preferred Convertible Stock with the state of Wyoming. Sky Island, Inc. subsequently transferred the shares to Sky Island Trust, a trust beneficially owned by Mr. Mehdizadeh. The trust is professionally managed by a licensed fiduciary as Trustee and a law firm acting as Trust Protector for the trust. The preferred stock was issued as compensation for Mr. Mehdizadeh's assignment of a provisional patent to the Company. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering.

On September 15, 2015, the Company issued Christopher Plummer, its Chief Compliance Officer, 100,000 shares of preferred stock pursuant. These shares will vest on September 15, 2017. Mr. Plummer agreed to forfeit the shares if he resigns or is terminated prior to the vesting date. The issuance of these shares of preferred stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering.

Common stock

On August 25, 2015 the Company issued an aggregate of 3,350,000 shares of common stock to four investors as full payment of notes in the aggregate amount of $335,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

During the period ending September 30, 2015 the Company issued an aggregate of 1,844,000 shares of common stock in a private placement for an aggregate purchase price of $461,000. The issuance of these shares of common stock was deemed to be exempt from the registration requirements of the Securities Act by virtue of Section 4(a)(2) thereof, as a transaction by an issuer not involving a public offering. Certificates evidencing these shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

During the period ending September 30, 2015 the Company issued 347,333 shares of its common stock to certain vendors for services.

Note 9 – Legal Proceedings

The Company is not a party to any legal proceedings at this time.

Note 10 – Subsequent Events

Matthew Feinstein, our Chief Executive Officer, President, Secretary, Chairman of the Board and Interim Chief Financial Officer, is a founder of Nature's Treatment of Illinois, Inc. ("NTI") and Nature's Treatment of the Quad Cities, LLC ("NTQC"). NTI, a dispensary in Milan, Illinois, has been awarded one of the 60 dispensary licenses issued in Illinois. Construction is almost complete on the freestanding building for the dispensary operation and the dispensary is expected to open in early 2016. NTQC'S current designated series are Nature's Treatment of the Quad Cities, LLC, NTQC Series I ("Series I") and Nature's Treatment of the Quad Cities, LLC, NTQC Series II ("Series II"). It is expected that NTI will assign the dispensary license to NTQC Series I. Series II is expected to own the building that will house the dispensary's operations. On October 14, 2015 Mr. Feinstein transferred his 15.18% ownership interest in Series II, purchased with funds from BBC, which would allow BBC to receive 15.18% of all rental income generated from the dispensary operation. To date BBC has contributed $95,565.71 towards Mr. Feinstein's NTOQC Series II capital contribution and has committed to contribute an additional $54,434.29 in member capital contributions once the state has granted NTI its final registration approval.

Subsequent to the period ended September 30, 2015, Vincent Mehdizadeh, our majority shareholder and a consultant to the Company, advanced to the Company approximately $100,000 in various installments evidenced by demand notes. The Company has repaid in full all advances as of the date of this filing and did not accrue any interest charges or fees associated with the advances.

On October 21, 2015 the Company consummated a revenue sharing agreement with a third party for 20% of the rental fees generated by the sublessee for a one-time payment of $750,000 for the Desert Hot Springs, California location discussed in Note 5. The Company had previously accepted a good faith deposit of $200,000 during the period ended September 30, 2015.